

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

Civil File No. 04-cv-3704 PJS/RLE

In re Ceridian Corporation Securities
Litigation

**MOTION TO DISMISS FIRST
AMENDED CLASS ACTION
COMPLAINT FOR VIOLATION
OF THE FEDERAL SECURITIES
LAWS**

Defendants, by and through their attorneys, respectfully move this Court, pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, for an Order granting their Motion to Dismiss First Amended Class Action Complaint for Violation of the Federal Securities Laws. The grounds for this motion will be further set forth in a Memorandum of Law and the Declarations in support of the Memorandum to be filed in accordance with the Local Rules and shall be further established at the hearing on this motion, along with all of the files, records and proceedings herein.

DORSEY & WHITNEY LLP

Dated: July 28, 2006

By: s/ Seth Leventhal
Peter W. Carter # 227985
Daniel J. Brown # 0298992
Seth Leventhal # 263357
50 South Sixth Street, Suite 1500
Minneapolis, MN 55402-1498
Telephone: (612) 340-2600

Attorneys for all Defendants